

B6A (Official Form 6A) (12/07)

In re Xyience, Incorporated

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, Merchant Account 0207	-	0.00
		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, General Account, 8799	-	21,436.00
		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, Canada Account, 0782	-	533.74
		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, 6003, payroll account	-	0.00
		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, General Operating Account # 1 Ending 9613	-	0.00
		Wells Fargo Bank, 4425 W. Russell Road, Las Vegas, NV 89128, Expense Payments	-	106.63
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security deposits on premises located at 10650 W. Charleston, Las Vegas, NV, premises have been vacated	-	75,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.		Office equipment, furniture, computers, software located at 4572 West Hacienda, Las Vegas, NV	-	254,593.96
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
Sub-Total >				351,670.33
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Xyience Accounts Receivable	-	2,434,032.08
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **2,434,032.08**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Xyience, Incorporated shareholder derivative litigation	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		Various Trademarks per Attached List (See also note at Item 35 below)	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Xyience Inventory	-	2,500,020.38
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
			Sub-Total >	2,500,020.38
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Xyience, Incorporated

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Good Will, Value of Trademarks (Xyience has engaged a valuation consultant to determine the current value of these items and this schedule will be amended to provide that valuation when it has been received)	-	0.00

Sub-Total > **0.00**
 (Total of this page)
 Total > **5,285,722.79**

Sheet 3 of 3 continuation sheets attached
 to the Schedule of Personal Property

(Report also on Summary of Schedules)

U.S. Mark Applications for Xyience Incorporated
Last Updated: October 15, 2007

Mark	Class	Serial No.	Register	Date of First Use	Filing Basis*	Filing Date	Status*					Next Action /Due Date*	Goods/Services		
			Princ Supp				OA	Sus	App	Opp	Pub	All	Reg	Abn	
18 DUMMY	25	78/855966	X		ITU	4/6/2006						X			Clothing and clothing accessories, namely, infantwear, shirts, T-shirts, polo shirts, tank tops, halter tops, coats, jackets, vests, sleepwear, sweaters, sweatshirts, sweatpants, headwear, robes, jogging suits, shorts, pants, jeans, capris, skirts, dresses, undergarments, lingerie, socks, swimwear, belts, wrist bands, ties, overalls, blouses, scarves and gloves; foul weather gear; footwear and cleats for attachment to sports shoes.
18 DUMMY	32	78/855985	X		ITU	4/6/2006						X			Non-alcoholic beverages, namely, carbonated beverages, energy drinks; fruit drinks; fruit juices; soft drinks; sports drinks; smoothies; and preparations for making non-alcoholic beverages, namely, carbonated beverages, energy drinks, fruit drinks, fruit juices, soft drinks; sports drinks and smoothies.
FEEL IT NOW	32	78/693897	X	5/12/2006	ITU	8/16/2005							X		Energy drinks; preparations for making energy drinks.
FLATLINE	5	76/625955	X		ITU	12/22/2004								X	Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and preparations for enhancing the secretion of human growth hormones.
GO DUMB	25	78/808530	X		ITU	2/6/2006						X			Clothing and clothing accessories, namely, infantwear, shirts, T-shirts, polo shirts, tank tops, halter tops, coats, jackets, vests, sleepwear, sweaters, sweatshirts, sweatpants, headwear, robes, jogging suits, shorts, pants, jeans, capris, skirts, dresses, undergarments, lingerie, socks, swimwear, belts, wrist bands, ties, overalls, blouses, scarves and gloves; foul weather gear; footwear and cleats for attachment to sports shoes.
GO DUMB	32	78/808527	X		ITU	2/6/2006						X			Energy drinks; fruit drinks; fruit juices; preparations for making energy drinks, fruit drinks, fruit juices, smoothies, soft drinks and sports drinks; smoothies; soft drinks; sports drinks.
NOX-CG	5	76/625956	X		ITU	12/22/2004								X	Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and preparations for enhancing the secretion of human growth hormones.
NOX-CG3	5	76/625957	X	12/14/2004	ITU	12/22/2004							X		Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and preparations for enhancing the secretion of human growth hormones.
X5 HALO	5	78/802575	X		ITU	1/30/2006							X		Dietary supplements, nutritional supplements.
X-HYPHY	32	78/747846	X		ITU	11/4/2005				X					Energy drinks; preparations for making energy drinks.
X-START	5	78/747805	X		ITU	11/4/2005							X		Meal replacement bars.
XCFB	5	78/693885	X	1/5/2005	Use	8/16/2005							X		Dietary supplements, nutritional supplements.
XELERATE	5	78/592843	X		ITU	3/22/2005						X			Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and hormone enhancements.
XEN	32	78/747843	X		ITU	11/4/2005							X		Preparations for making sports drinks; sports drinks.
XENERGY	5	77/094011	X		ITU	1/29/2007		X							Dietary supplements; dietary supplemental drinks; preparations for making dietary supplemental drinks; nutritional supplements; nutritional supplemental drinks; preparations for making nutritional supplemental drinks; meal replacement bars; meal replacement drinks; preparations for making meal replacement drinks; vitamins; human growth hormones and preparations for enhancing the secretion of the human growth hormone.
XENERGY	25	77/094025	X		ITU	1/29/2007									Clothing and clothing accessories, namely, infantwear, halter tops, coats, vests, sleepwear, sweaters, robes, capris, jeans, skirts, parkas, ponchos, undergarments, lingerie, socks, slipper socks, swimwear, belts, ties, overalls, scarves and gloves; foul weather gear; footwear and cleats for attachment to sports shoes.
XENERGY	25	77/185242	X	5/11/2006	Use	5/18/2007									Clothing and clothing accessories, namely, shirts, T-shirts, polo shirts, tank tops, jackets, sweatshirts, sweatpants, headwear, jogging suits, shorts, pants, dresses, sports bras, blouses; sweat bands; and wrist bands.

*OA=Office Action; App=Appealed; Opp=Opposed; Pub=Published/Approved for Publication; All=Notice of Allowance; Reg=Registered/Approved for Registration; Abn=Abandoned; Sus=Suspended; SOU=Statement of Use; ITU=Intend to use; Use=Use based

10/15/2007
205270.2
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U.S. Mark Applications for Xylene Incorporated
Last Updated: October 15, 2007

Mark	Class	Serial No.	Register	Date of First Use	Filing Basis*	Filing Date	Status*					Next Action /Due Date*	Goods/Services		
			Princ Supp				OA	Sus	App	Opp	Pub	All	Reg	Abn	
XENERGY	32	78/873870	X		ITU	5/1/2006						X			Smoothies; soft drinks; sports drinks; and preparations for making smoothies, soft drinks and sports drinks.
XENERGY	32	78/978554	X	5/12/2006	Use	5/1/2006							X		Energy drinks; fruit drinks; and preparations for making energy drinks and fruit drinks.
XFBAM	5	78/693919	X	1/5/2005	Use	8/16/2005							X		Dietary supplements; nutritional supplements.
XGAINER	5	78/851777	X	7/11/2006	ITU	3/31/2006							X		Meal replacement and dietary supplement drink mixes.
XHYPHY	32	78/747826	X		ITU	11/4/2005						X			Energy drinks; preparations for making energy drinks.
XMALT	5	78/851781	X		ITU	3/31/2006						X		X	Dietary supplemental drinks; meal replacement drinks; and meal replacement and dietary supplement drink mixes.
XMOTION	5	78/851713	X		ITU	3/31/2006							X	X	Dietary supplements and nutritional supplements.
XNGF	5	78/693907	X	1/5/2005	Use	8/16/2005									Dietary supplements; nutritional supplements.
XPROTEIN	5	78/851735	X		ITU	3/31/2006						X			Dietary supplemental drinks; meal replacement drinks; and meal replacement and dietary supplement drink mixes.
XRTD 30	5	78/851745	X		ITU	3/31/2006						X			Dietary supplemental drinks; meal replacement drinks; and meal replacement and dietary supplement drink mixes.
XSEX	5	78/693930	X	1/5/2005	Use	8/16/2005								X	Dietary supplements; nutritional supplements.
XSHOTZ	5	78/747848	X		ITU	11/4/2005						X			Dietary supplements; nutritional supplements.
XSTART	5	78/747820	X	3/13/2006	ITU	11/4/2005							X		Meal replacement bars.
XTEST	5	78/693937	X	1/5/2005	Use	8/16/2005							X		Dietary supplements; nutritional supplements.
XTKO	5	78/747851	X	5/1/2006	ITU	11/4/2005							X		Nutritional supplements.
XYDRATE	32	78/747853	X		ITU	11/4/2005						X			Preparations for making sports drinks; sports drinks.
XYIENCE	5	78/604146	X	8/1/2004	ITU	7/27/2004							X		Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and preparations for enhancing the secretion of the human growth hormone.
XYIENCE EXTREME SCIENCE and Design	5	78/604145	X	8/1/2004	ITU	7/27/2004							X		Nutritional supplements in tablet, capsule, powder, chewable and liquid form; dietary supplements in tablet, capsule, powder, chewable and liquid form; hormones; and preparations for enhancing the secretion of the human growth hormone.
XYME	5	78/747857	X	12/15/2005	ITU	11/4/2005							X		Nutritional supplements.
XYNERGY	32	78/653955	X		ITU	4/4/2006						X			Energy drinks; fruit drinks; fruit juices; preparations for making energy drinks, sports drinks, fruit drinks, soft drinks and smoothies; smoothies; soft drinks; and sports drinks.
XYTAMINS	5	78/651765	X		ITU	3/31/2006		X							Vitamin and mineral supplements; dietary supplements; and nutritional supplements.

*OA=Office Action; App=Appealed; Opp=Opposed; Pub=Published/Approved for Publication; All=Notice of Allowance; Reg=Registered/Approved for Registration; Abn=Abandoned; Sus=Suspended; SOU=Statement of Use; ITU=Intent to use; Use=Use based

10/15/2007
205270.2
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U.S. Mark Applications for Xyience Incorporated
Last Updated: October 15, 2007

Mark	Class	Serial No.	Register	Date of First Use	Filing Basis*	Filing Date	Status*						Next Action /Due Date*	Goods/Services	
			Princ Supp				OA	Sus	App	Opp	Pub	All	Reg	Abn	
ZENERGY	32	78862870	X		ITU	5/12/2006								X	Energy drinks; fruit drinks; fruit juices; preparations for making energy drinks, fruit drinks, smoothies, soft drinks and sports drinks; smoothies; soft drinks; sports drinks.

*OA=Office Action; App=Appealed; Opp=Opposed; Pub=Published/Approved for Publication; All=Notice of Allowance; Reg=Registered/Approved for Registration; Abn=Abandoned; Sus=Suspended; SOU=Statement of Use; ITU=Intent to use; Use=Use based

10/15/2007
205270_2
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B6D (Official Form 6D) (12/07)

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Security Deposit, former landlord, premises vacated					
10000 WEST CHARLESTON, LLC. c/o Howard Hughes Properties 10000 W. Charleston Blvd. Las Vegas, NV 89135		-						
			Value \$ 75,000.00				124,262.06	49,262.06
Account No.			8/22/06					
AEL FINANCIAL, LLC. 600 N. Buffalo Grove Road Buffalo Grove, IL 60089		-	Secured Lease Office Equipment					
			Value \$ 113,179.79				2,461.80	0.00
Account No.			12/21/06					
DARLIS INVESTMENTS c/o Crown Capital Partners 4304-938 Nelson St. Vancouver, BC CANADA V6Z3A7		-	Second Priority Lien All Assets (Xyience has engaged a valuation consultant to provide a current valuation)					
			Value \$ 5,285,722.79				8,141,248.99	8,141,248.99
Account No.			6/29/05					
KEY MANAGEMENT c/o Crown Capital Partners 4304-938 Nelson St. Vancouver, BC V6Z 3A7		-	Second Priority Lien All Assets (Xyience has retained a valuation consultant to provide a current valuation)					
			Value \$ 5,285,722.79				5,191,666.66	5,191,666.66
Subtotal (Total of this page)							13,459,639.51	13,382,177.71

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			11/9/05					
PROSPERITY INVESTMENTS ALLIANCE & PACIFIC INVESTMENT NETWORK, LLC Attn: Brent Hucks 871 Coronado Center Drive, Suite 200 Henderson, NV 89052		-	Third Priority Lien Inventory					
			Value \$ 2,529,007.71				1,392,877.61	1,392,877.61
Account No.			10/16/07					
ZYEN LLC Attn: Bill Bullard 2960 W. Sahara Ave., Suite 200 Las Vegas, NV 89102		-	First Priority Lien Per Subordination Agreements All Assets (Xyience has engaged a valuation consultant to prepare a current valuation)					
			Value \$ 5,285,722.79				12,467,000.00	7,181,277.21
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

13,859,877.61**8,574,154.82**

Total
(Report on Summary of Schedules)

27,319,517.12**21,956,332.53**

B6E (Official Form 6E) (12/07)

In re Xyience, Incorporated

Case No. _____

Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re Xyience, Incorporated

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
BETSY PRICE, TAX ASSESSOR-COLLECTOR Tarrant County P.O. Box 961018 Fort Worth, TX 76161		-					461.79	0.00
							461.79	461.79
Account No.								
DAVID CHILDS, TAX ASSESSOR-COLLECTOR State of Texas, County of Dallas P.O. Box 139066 Dallas, TX 75313		-					33.17	0.00
							33.17	33.17
Account No.								
FLORIDA UC FUND 5050 W. Tennessee Street Tallahassee, FL 32399		-					393.00	0.00
							393.00	393.00
Account No.								
GST TAX - CANADA Canada Customs & Revenue Agcy Tax Clms P.O. Box 20004 Stn A Sudbury, ON P3A 6B4 CANADA		-					89,785.71	0.00
							89,785.71	89,785.71
Account No.								
MISSOURI DEPT OF REVENUE Taxation Bureau P.O. Box 3390 Jefferson City, MO 65105-3390		-					429.93	0.00
							429.93	429.93
Subtotal								0.00
(Total of this page)							91,103.60	91,103.60

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re **Xyience, Incorporated**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
NEVADA DEPT OF TAXATION MODIFIED BUSINESS TAX P.O. Box 52674 Phoenix, AZ 85072-2674		-					5,885.59	0.00 5,885.59
Account No.								
NEVADA DEPT OF TAXATION SALES TAX P.O. Box 52609 Phoenix, AZ 85072		-					1,688.21	0.00 1,688.21
Account No.								
UTAH DEPARTMENT WORKFORCE SERVICES UI Collection Unit P.O. Box 45288 Salt Lake City, UT 84145		-					50.00	0.00 50.00
Account No.								
WASHINGTON STATE DEPARTMENT OF REVENUE P.O. Box 34052 Seattle, WA 98124		-					175.00	0.00 175.00
Account No.								

 Sheet **2** of **2** continuation sheets attached to
 Schedule of Creditors Holding Unsecured Priority Claims

 Subtotal
 (Total of this page)

 0.00
7,798.80

 Total
 (Report on Summary of Schedules)

 0.00
98,902.40